

# **Northwest Louisiana Human Services District BYLAWS**

## **ARTICLE I NAME**

The name of this organization shall be the “Northwest Louisiana Human Services District”, and may be referred to in these bylaws as “NLHSD”, or the “District”. The creation of the District is authorized by Act 373 of the 2008 Regular Session of the Louisiana Legislature. The domicile of the District shall be Shreveport, LA. Source LA R.S. 28:912 B.

## **ARTICLE II PURPOSE**

The NLHSD is created as a special district. The Board, as a body and not through any individual member as stipulated in the Act, shall set policy for the governance of the District and shall employ an Executive Director who shall be accountable to the Board for the successful implementation of those policies within his/her span of authority. The governing authority which includes the operation and management of community-based programs and services relative to behavioral health (addictive disorders and mental health), selected public health services, and developmental disabilities for the parishes of Bienville, Bossier, Caddo, Claiborne, DeSoto, Natchitoches, Red River, Sabine, and Webster, provided for by law. Source LA R.S. 28:912.

## **ARTICLE III MEMBERSHIP**

### **1) Number:**

The District shall be governed by a board of twelve (12) members. The membership shall include one resident from each parish, who is appointed by the local governing authority and three (3) appointees by the governor. Source LA R.S. 28:913.

### **2) Appointment:**

- a) The parish appointees shall be professionals or active advocates in the fields of mental health, public health, developmental disabilities, or addictive disorders services. Source LA R.S. 28:913 A (1).
- b) The governor’s three appointees shall be one member with experience in the financial operation of a business enterprise, one member who is a parent, consumer, or caregiver of a consumer of services, and one member who represents one of the following fields: addictive disorders, developmental disabilities, mental health or public health. The governing authority of each parish may submit three names to the governor for consideration as one of the

governor's three appointees. Source LA R.S. 28:913 A (2).

3) Terms:

- a) The initial terms of Office shall be one (1) year for Board members from the first two parishes alphabetically, two (2) years for the two (2) board members from the second two parishes alphabetically and the initial terms of all other Board members as three (3) years. Source LA R.S. 28:913 B.
- b) All subsequent appointees shall serve terms of three years but may not serve more than two (2) such terms. Source LA R.S. 28:913B.

4) Grounds for Removal:

- a) Conviction of a felony. Source LA R.S. 28:913 E (2).
- b) Violation of the provisions of R.S. 914 (2). Source LA R.S. 28:913 E (2).
- c) Unexcused absences of two (2) consecutive regular meetings or a total of four (4) excused and/or unexcused absences of regular meetings in a calendar year. Source LA R.S. 28:913 E (2).
- d) Violation of Board bylaws or policy.
- e) Directly or indirectly interfering with any employee of the District. Source LA R.S. 28:914 (2).

5) Process of Removal

- a) Failure to meet attendance requirements as defined in section 4.c of these bylaws may result in the following:
  - i. Secretary notifies the Board Chair when attendance requirements are not met.
  - ii. Board Chair contacts board member to determine if attendance issue is temporary or if the Board member intends to meet attendance expectations going forward.
  - iii. Board Chair informs the Board of the board member's intention at the next regularly scheduled board meeting.
  - iv. Excused absences beyond the attendance requirements may be approved by a two-thirds vote of those present at a regularly scheduled board meeting.
- b) Independent of Section 5.a of the bylaws, if the Chair or Vice Chair receives information or knowledge that in his or her opinion indicates any of the above circumstances have occurred, the Chair or Vice Chair shall first provide notice of the allegation to the accused Board

member. The notice shall be a certified letter containing a clear statement of the alleged violation. The identity of the person reporting the alleged violation shall remain confidential if possible.

- c) A notice shall be placed on the agenda of the next Board meeting, which is at least ten (10) days following the notice given to the Board member, at which time the matter shall be discussed. The Board member may request that the discussion be held in private.
- d) At the designated Board meeting, the Board shall determine if it is necessary to refer the allegations to a Sub-Committee to fully investigate the allegations. The investigation shall include the review of any and all information submitted by the accused Board member.
- e) If the State Ethics Commission has investigated the allegations and issued final recommendations the Board shall accept the Commission's recommendations and act in accordance with those recommendations.
- f) When the Sub-Committee has concluded its investigation it shall report its findings and recommendations to the Board for consideration. The Board must agree by a two-thirds vote of those present based on the recommendations of the subcommittee whether or not to remove that Board member, provided a quorum has been met. A notice of removal will be sent to the Governor's office and the appropriate governing parish authority.

6) Vacancies:

Procedures for filling a vacancy created by the removal, resignation, or death of any Board member prior to the end of the Board member's term shall follow those used for initial appointments. Source LA R.S. 28:913 A.

7) Compensation:

Each Board member shall serve without compensation, but shall be reimbursed for expenses and mileage at the same rate set by the Division of Administration for state employees for each day in actual attendance at Board meetings and/or for representing the Board in an official Board-approved activity. Source LA R.S. 28:913 C.

8) Code of Ethics:

All Board members shall be subject to the State Code of Governmental Ethics. No member of the Board or of his immediate family shall own or have any interest or part in any public or private organization, business, company, or entity conducting business of any kind with the District. Source LA R.S. 28:913 (F).

## **ARTICLE IV OFFICERS**

The Officers of the Board shall be a Chairperson, a Vice Chairperson, Treasurer, Secretary and such other officers as the Board may elect from time to time, to carry out the affairs of the Board. Source LA R.S. 28:913 E (1).

1) Duties:

The officers shall perform the duties prescribed by law, these bylaws, the parliamentary authority adopted herein, and those assigned by the Board or which normally pertain to the office. The duties shall include, but not be limited to the following:

a) The Chairperson

- i. Shall be the principal officer of the Board.
- ii. Shall be elected by a majority vote of the Board. L.A.R.S. 28:913(D).
- iii. Shall make all necessary decisions regarding the operations of the Board itself as delineated in Board Policy and practices including preparing, and/or approving the draft agenda, and presiding at all meetings of the Board and Executive Committee.
- iv. Shall discuss and review corrective actions with individual Board members when they violate their responsibilities. When resolution cannot be obtained with an individual Board member, the Chairperson shall in plenary session of the Board conduct a review of the policies and develop recommendations for any necessary corrective actions.
- v. Shall serve as an ex-officio member of all committees
- vi. Shall explore, with the Executive Director grant opportunities.

b) The Vice Chairperson

- i. Shall assume such duties as may be assigned by the Chairperson or the Board.
- ii. Shall in the absence of the Chairperson preside at all Board meetings and execute all the duties of the Chairperson.
- iii. Shall serve as chair of the Bylaws Committee.

c) The Treasurer:

- i. Shall assist the Board to create and quarterly review all Board policies that bear on

financial matters.

d) Secretary

- i. Shall have custody of the records of the Board, maintain a record of actions by the Board, and be responsible for giving and serving all notices of meetings of the Board.
- ii. Shall act as a record keeper and maintain minutes of regular meetings to include the following:
  - a) Date, time, and place
  - b) Members attending and absent
  - c) Agenda discussed
  - d) Decisions
  - e) Actions
  - f) Date of implementation
  - g) Reports
- iii. Shall maintain a current membership roster which denotes membership standing.
- iv. Shall give, or cause to be given, notice of all meetings of the members of the Board to the members and to the public, and shall perform such other duties as may be prescribed by the Board.

2) Election

- a) **Nomination Committee:** The Chairperson shall appoint a nominating committee of at least three (3) Board members at the regular meeting prior to the Annual Meeting. It shall be the duty of the Nominating Committee to nominate one or more nominees for Chairperson, Vice Chairperson, Secretary, and Treasurer and present the ballot at the Annual Meeting.
- b) **Nominations from the Floor:** After nominations of the Nominating Committee have been placed before the members, the Chairperson shall call for nominations from the floor. Nominations from the floor must be made and seconded by voting members in good standing and agreed to by the nominee.
- c) **Voting:** All elections shall be determined by simple majority vote and no member shall be entitled to vote by proxy. At all meetings, except for the election of officers, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

3) Term:

The term of office for any officer appointed by the Board shall be for one (1) year and shall begin

at the close of the Annual Meeting. No officer may serve more than two (2) consecutive full terms in the same office.

4) Removal:

The subject of removal of any officer must be placed on the agenda of any regular or special meeting to be considered. Any officer may be removed from office by a vote of two-thirds of the Board.

## **ARTICLE V MEETINGS**

All meetings of the Board and its committees shall be open to the public except where Executive Sessions are permitted under the Louisiana Open Meetings Law.

1) Regular Meeting:

The regular meeting of the District will be held on the third Monday of each month unless otherwise set by the Board. Notice of regular meetings shall be given no less than seventy-two (72) hours prior to the meeting.

2) Special Meetings:

Special meetings may be called by the Chairperson or at the request of three (3) members of the Board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least forty-eight hours (48) notice shall be given.

3) Annual Meeting:

The Annual Meeting shall be the first regular meeting of each fiscal (July) year.

## **ARTICLE VI QUORUM**

A simple majority of the active commissioned members serving shall be required to conduct official business of the Board.

## **ARTICLE VII COMMITTEES**

The Board does not require itself to govern through standing committees, but may establish ad hoc committees to address specific needs as they arise.

## **ARTICLE VIII EXECUTIVE DIRECTOR**

The Executive Director shall serve at the pleasure of the Board. The Executive Director is responsible for directing the operations of the District and is responsible for the administration and management of all aspects of the District.

The Executive Director will be accountable to the Board, as a body, for the implementation of the policies established by the Board. Source LA R.S. 28:914 (1).

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the District in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the Board may adopt.

## **ARTICLE X AMENDMENT OF BYLAWS**

These Bylaws may be amended, revised or repealed, in whole or in part, by a two-thirds vote of the Board, provided a quorum is met at any regular meeting or at a special meeting called for that purpose, provided that in each instance such amendments, revisions, or repeals shall not be inconsistent with the law (legislation). The proposed change or summary of the proposed changes to be made shall be forwarded to all Board members at least 30 days prior to the date of the meeting at which they will be considered.

Adopted <b>2-6-2012</b>	Implemented <b>2-6-2012</b>
Revised <b>5-21-2012</b>	Implemented <b>6-20-2012</b>
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Revised <b>1-20-15</b>	Implemented <b>2-16-15</b>